

*County of Clark - Oregon*

BALL JANIK LLP

A T T O R N E Y S

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RECORDED 14827-A  
OCT 22 1996 2:20 PM  
DIGITOMER@BJLLP.COM

October 22, 1996

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a secondary document, dated September 29, 1996. The primary document to which this is connected is recorded under Recordation No. 14827. We request that this document be recorded under Recordation No. 14827-A

The name and address of the party to the Bill of Sale is:

Seller:

Mercantile Bank of St. Louis National Association  
721 Locust Street  
St. Louis, MO 63101

A description of the equipment covered by the Bill of Sale consists of 96 Bi-level auto racks numbered CR 1500-1504, 1506-1555, 1557-1563, 1565-1569, and 1571-1599, all inclusive; and 290 Tri-level auto racks numbered CR 3300-3369, 3371-3394, 3396-3401, 3403-3405, 3407-3412, 3414-3455, and 3457-3499, all inclusive.

A fee of \$22.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

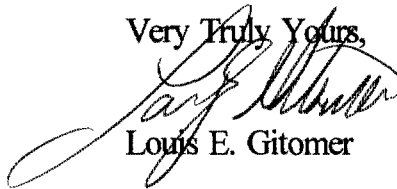
A short summary of the document to appear in the index follows: a Bill of Sale by

BALL JANIK LLP

Honorable Vernon A. Williams  
October 22, 1996  
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Mercantile Bank of St. Louis National Association, 721 Locust Street, St. Louis, MO 63101, covering 96 Bi-level auto racks numbered CR 1500-1504, 1506-1555, 1557-1563, 1565-1569, and 1571-1599, all inclusive; and 290 Tri-level auto racks numbered CR 3300-3369, 3371-3394, 3396-3401, 3403-3405, 3407-3412, 3414-3455, and 3457-3499, all inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

Conrail  
14827-A  
22

**BILL OF SALE**  
**[Railroad Equipment]**

**KNOW ALL MEN BY THESE PRESENTS** that: Mercantile Bank of St. Louis National Association, a Delaware corporation ("Seller"), in consideration of Ten Dollars and other good and valuable considerations, receipt of which is hereby acknowledged, does hereby transfer and assign to GATX Third Aircraft Corporation, a Delaware corporation ("Purchaser"), its successors and assigns, all of Seller's right, title and interest in and to those certain items of Lease Property as such term, and all other capitalized terms used herein, is defined in that certain Purchase Agreement, dated as of September 30, 1996, among Seller and Purchaser (the "Purchase Agreement"), as described on the attached Schedule A (collectively, the "Equipment").

**TO HAVE AND TO HOLD** the Equipment unto Purchaser, its successors and assigns, for its and their own use forever.

**SELLER** hereby warrants that it is transferring title to the Equipment hereunder free and clear of all Liens, except any Liens permitted under the Purchase Agreement. **EXCEPT FOR THE WARRANTY SET FORTH IN THE PRECEDING SENTENCE AND THE REPRESENTATIONS AND WARRANTIES SET FORTH IN SECTION 4.1 OF THE PURCHASE AGREEMENT, THE TRANSFER OF THE EQUIPMENT TO PURCHASER IS MADE ON AN "AS IS, WHERE IS" BASIS AND SELLER SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER AS TO (A) THE VALUE, CONDITION, DESIGN, OPERATION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OF USE, QUALITY OF MATERIAL OR WORKMANSHIP, OR MAINTENANCE OF THE EQUIPMENT OR ANY PART THEREOF, OR THE COMPLIANCE OF THE EQUIPMENT OR ANY PART THEREOF WITH ANY APPLICABLE LAWS OR REGULATIONS, (B) THE CREDITWORTHINESS OF ANY LESSEE, (C) THE ADEQUACY OF ANY INSURANCE COVERAGE APPLICABLE TO ANY EQUIPMENT, (D) THE COLLECTIBILITY OF ANY AMOUNTS PAYABLE UNDER ANY LEASE OF THE EQUIPMENT, OR (E) THE TAX CHARACTERIZATION OF ANY LEASE OF THE EQUIPMENT.**

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed  
on the date set forth below.

Dated: September 29, 1996

Mercantile Bank of St. Louis National Association

By: [Signature]

Its: Senior Vice President

Schedule A - Description of Railroad Equipment

[Attach Notary Acknowledgment]

STATE OF MISSOURI

CITY OF ST. LOUIS

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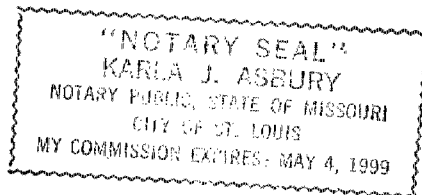
On this 29th day of September, 1996, before me personally appeared Ingrid Sarapuu, to me personally known, who, being by me duly sworn, did say that she is the Senior Vice President of Mercantile Bank of St. Louis National Association, and that she is duly authorized to sign the foregoing instrument on behalf of Mercantile Bank of St. Louis National Association and she acknowledged that the execution of the foregoing instrument was the free act and deed of Mercantile Bank of St. Louis National Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Karla J. Asbury  
Notary Public

(SEAL)

My Commission Expires:



**Exhibit A  
to Bill of Sale**

**Consolidated Rail Corporation**

<b>Equipment Description</b>	<b>Quantity</b>	<b>Lessee Identification Numbers (1)</b>	<b>Original Equipment Cost</b>
Fully enclosed BH-level Auto racks, manufactured by Greenville Steel Car Company	5	CR1500-CR1504	
	50	CR1506-CR1555	
	7	CR1557-CR1563	
	5	CR1565-CR1569	
	29	CR1571-CR1599	
	<u>96</u>		<u>\$2,736,000</u>
Fully enclosed Tri-level Auto racks, manufactured by Thrall Car Manufacturing	70	CR3300-CR3369	
	24	CR3371-CR3394	
	6	CR3396-CR3401	
	3	CR3403-CR3405	
	6	CR3407-CR3412	
	42	CR3414-CR3455	
	43	CR3457-CR3499	
	194		<u>\$7,126,856</u>
	<u>290</u>		<u>\$9,862,856</u>

(1) Lessee Identification Numbers are inclusive.